

187 Meredith Ave
Bryn Mawr, Pa, 19010



SAVAGE SISTERS

BYLAWS of SAVAGE SISTERS RECOVERY, INC.

EIN: 85-1404597

ARTICLE I – NAME, PURPOSE

Section 1: The name of the organization shall be SAVAGE SISTERS RECOVERY, INC

Section 2: The Organization is organized exclusively for religious, charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986, or the corresponding provision of any future law. Such purposes include, but are not limited to:

Savage Sisters Recovery Inc provides those suffering from or affected by substance use disorder and housing insecurities with resources to reduce harm during active use, resources to get out of active use and into recovery, and resources to stay in recovery. These services and resources include information provided to the public regarding substance use and related topics, materials distributed during Outreach events, and housing provided to those in early recovery from substance use disorder.

The specific objectives and purpose of the organization shall be:

1. To provide resources to those in active use and in early recovery from substance misuse and housing insecurity
2. To prevent accidental overdose deaths
3. To reduce the spread of harmful diseases
4. To end the stigma of addiction and promote awareness of the disease of addiction

The stated purpose of the Corporation shall be so construed, and the operations of the Corporation in furtherance of such purposes shall be so conducted as to qualify the Corporation as an exempt organization within the meaning of Section 501(c)(3)

ARTICLE II – MEMBERS

The corporation shall have no members.

ARTICLE III - ANNUAL MEETING

Section 1: Regular Meetings. Regular meetings shall take place at the most on a monthly basis and at the least on a quarterly basis, at a time and place deemed acceptable by all board members, and designated by the President of the board of directors.



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Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the President of the Board of Directors who shall also set the time and place. At annual meetings, members will elect and re-elect board members, and officers as needed. Reports will be received by the board from directors regarding the activities of the association, and decide on the direction of the association for the current year.

Section 2: Special Meetings. Special meetings may be called by any of the officers, and / or the Executive Director, and shall be called in times of need, or crisis.

Section 3: Notice. Notice of each regular meeting shall be given to each board member, by phone, email, or mail, not less than ten days before the meeting. Notice of each annual meeting shall be given to board members at least fourteen days before the meeting. Notice of special meetings shall be given to board members at least three days before the meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the Organization, and delegates responsibility for day-to-day operations to the Officers, officer roles are defined in section 7, Article IV. The Board shall have up to 15 and not fewer than 3 members. The board may not receive compensation for fulfilling board member responsibilities.

Section 2: Directors. The Directors of Savage Sisters Recovery, Inc shall consist of the Board of Directors. All members of the Board of Directors are considered Directors.

Section 3: Elections. Each new board member is required to go through a 2 step process before being eligible for election as a Board member. The potential new Board member must first meet with the Executive Director. Next, the Executive Director must set up a meeting between the potential new Board member, and the Governance Committee. The Governance Committee must then set up a meeting between a chosen member of the Board, or multiple chosen members of the Board, to meet with the potential new Board member. The two parties must then review the Board Members Code of Conduct, and the potential Board Member must sign it. Election and reelection of new and current board members will occur as the first item of business at the designated annual board meeting. All current board members that are up for re-election via the 3 year time period will declare whether they are choosing to put their names forth for re-election. All new board candidates that are being submitted as potential board members will then put their names forth as candidates. The President of the Board is not voted on, as defined in section 4, article IV. After previous board members submit their names for re-election, the President of the board will vote on the Vice President. The President and Vice President will then vote on the Secretary, and the Treasurer. The Officers will then vote one at a time to re-elect any board members that are up for re-election back onto the board. All board members that are voted back on will then vote on any new candidates for board membership. Upon being voted on, Board members must sign and accept a written



agreement agreeing to fulfill their position, role, responsibilities and expectations, as defined in section 11, article IV. Election of the Executive Director, or the reelection of the current Executive Director to a second term, will occur as the second item of business at the designated annual meeting of the organization. The second vote will occur at every third annual meeting, and will be the Board of Directors voting on the Executive Director, who is voted on every three years. After all other elections have concluded, the current board of directors will vote for the chair of each committee that is not pre decided, which includes the Outreach Committee chair, and the Programs Committee chair, as well as the Audit Subcommittee.

Section 4: Terms. All Board members shall serve 3 year terms, but are eligible for re-election. The President of the Board of Directors is exempt from this term-limit.

Section 5: Quorum. A quorum must be attended by at least 51% percent of the Board members before business can be transacted or motions made or passed.

Section 6: Notice. Annual Board meetings require that each Board member have written notice two weeks in advance. Notice for regular meetings, which occur monthly, shall be given at least 10 days ahead of time. Acceptable written notice will come in email format.

Section 7. Officers and Board Member Duties. There shall be four officers of the Board consisting of a President, Vice President, Treasurer, and Secretary. Their duties are as follows:

The President shall convene regularly scheduled Board meetings, and shall preside or arrange for other members to preside at each meeting. The President shall also be an assumed member of all committees. The President's vote is reserved in the event that a tie breaker is needed.

The Vice President shall work with the board of directors and other members of the executive team. The vice president shall plan, develop and enforce policies and objectives for the organization to ensure it maintains its values and meets established goals. The Vice President shall chair the governance committee. The Vice President role is more of a safety net, where if anything were to happen to the President, the Vice President would step into the role temporarily. The Vice-President presides at meetings of the Board of Directors in the absence of, or at the request of the President. The Vice-President shall perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, keeping audit committee files, and assuring that corporate records are maintained. The

secretary records all votes in voting matters. The Secretary shall lead a committee of their choice.

The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the finance / fundraising committee, assist in the preparation of the budget, assist in developing fundraising plans, and make financial information available to Board members and the public. The Treasurer shall work with the Executive Director to make sure all budgets are current and reflect Savage Sisters Recovery Incs financial situation for the year and that all taxes are current and filed in a timely manner at the end of each year.

Board Members are responsible to abide by the Board Members Code of Conduct.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members and Directors by the Secretary at least 10 days in advance of a Board meeting. The Secretary shall be responsible for providing nominees information to the executive team, who is then responsible for approving the nomination. Nominations approved by the executive team will then be voted on by the board of directors at the next board meeting. Vacancies can be filled throughout the year at each board meeting, until all 15 board seats have been filled. These nominations shall be sent out by the secretary to the Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. Questions regarding information on nominees can be directed to members of the executive team. Information must be requested at least 5 days before board meetings to ensure effective response from the executive team.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member can be removed for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. The executive team has the authority to remove board members who have had three unexcused board meeting absences in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining board members. Voting to terminate a board member for any issues will occur during regular board meetings. Board members being voted on for termination have the option to address their case during the regular meeting, before the vote takes place. Board members being voted on for termination cannot be present during voting.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the President, Executive Director, or any officer of the Board of Directors. Notices of special meetings shall be sent out by the Secretary to each Board member 10 days in advance via email.

Section 11: All board members must agree to and sign a copy of the Board Members Code of Conduct.



Savage Sisters Recovery Inc has adopted the following code of conduct that all board members agree to adhere to by signing below.

1. Prohibition against Private Inurement and procedures for managing conflicts of interest.

No member of the Board of Directors shall derive any personal profit or gain, directly or indirectly, by reason of his or her service as a Board member with Savage Sisters Recovery Inc. Members of the board shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the Board. Nevertheless, conflicts may arise from time to time.

- a. When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of Savage Sisters Recovery Inc and the Board member's personal interests, the Board member has a duty to immediately disclose the conflict of interest so that the rest of the Board's decision making will be informed about the conflict. To be clear, board members can receive compensation from Savage Sisters Recovery Inc for services rendered, as long as the services have no relation to their position as board members.
- b. It is every Board member's obligation, in accordance with this policy, to ensure that decisions made by the Board reflect independent thinking. Consequently, in the event that any Board member receives compensation from Savage Sisters Recovery Inc such compensation will be approved by the full Board in advance.
- c. Any conflicts of interest, including, but not limited to financial interests, on the part of any Board Member, shall be disclosed to the Board when the matter that reflects a conflict of interest becomes a matter of Board action, and through an annual procedure for all Board members to disclose conflicts of interest.
- d. Any Board Member having a conflict of interest shall not vote or use his or her personal influence to address the matter, and he or she shall not be counted in determining the quorum for the meeting.
- e. All conflicts disclosed to the Board will be made a matter of record in the minutes of the meeting in which the disclosure was made, which shall also note that the Board member with a conflict abstained from the vote.
- f. Any new Board member will be advised of this policy during board orientation and all Board members will be reminded of the Board Member



Code of Conduct and of the procedures for disclosure of conflicts and for managing conflicts on a regular basis, at least once a year.

- g. This policy shall also apply to any person acting on a board member's behalf.

2. Prohibition Against Racial Discrimination

Savage Sisters Recovery, Inc is dedicated to providing an environment conducive to achieving our mission. Considering the level of diversity of the population that we serve, any taint of injustice or discrimination would be catastrophic to achieving our mission. Therefore, Savage Sisters Recovery expects that all relationships among persons in any situation in which a Director of the Board represents Savage Sisters Recovery, Inc, will be business-like and free of explicit bias, prejudice and harassment. In any case that an allegation of racial discrimination is brought forward, an investigation will be made by the Audit Sub-Committee. Any board member who engages in discriminatory or harassing conduct is subject to removal from the Board. Investigations that find truth in the complaints call for a Special Board meeting. In the case that a Director did racially discriminate, they are to be dismissed from the Board of Directors. In cases where the investigated is found to have not racially discriminated, they are to be encouraged to attend a class on racial diversity, access to which will be provided by the Audit Subcommittee.

3. Prohibition Against Sexual Harassment

Savage Sisters Recovery Inc strives to maintain a workplace that is free from illegal discrimination and harassment. While all forms of harassment are prohibited, it is the organization's policy to emphasize that sexual harassment is specifically prohibited. Any board member who engages in discriminatory or harassing conduct is subject to removal from the Board. Complaints alleging misconduct on the part of Board members will be investigated promptly and as confidentially as possible by a task force of the Board appointed by the Audit Subcommittee. Investigations that find truth in the complaints call for a Special Board meeting. In the case that a Director did sexually harass, they are to be dismissed from the Board of Directors. In cases where the investigated is found to have not sexually harassed, they are to be encouraged to attend a class on sexual harassment awareness, access to which will be provided by the Audit Subcommittee.



Section 12. Emergency Response Plan. In case of an emergency that requires the temporary or permanent replacement of the President or the Executive Director, the following plan will be implemented.

- In case of an emergency regarding the President of the Board of Directors, a special meeting will be requested by the Executive Director. At the meeting, the Vice President will step into their position, and fulfill their responsibilities. Another board member will be asked to step into the role of Vice President, and fulfill their responsibilities. Following the meeting, a search for a new board member will commence to fill the vacancy on the board.
- In case of an emergency regarding the Executive Director, a special board meeting will be called by the President of the Board of Directors. At the meeting, the President will step down from their role, and assume the responsibilities of the Executive Director. Next, the emergency plan regarding the filling of the President's position will ensue.

3. Confidentiality

Board members are reminded that confidential financial, personnel and other matters concerning the organization, donors, staff or clients/consumers may be included in board materials or discussed from time to time. Board members should not disclose such confidential information to anyone.

4. Active Participation

Board members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. This includes:

- Making attendance at all meetings of the board a high priority.
- Being prepared to discuss the issues and business on the agenda, and having read all background material relevant to the topics at hand.
- Cooperating with and respecting the opinions of fellow Board members, and leaving personal prejudices out of all board discussions, as well as supporting actions of the Board even when the Board member personally did not support the action taken.
- Putting the interests of the organization above personal interests.
- Representing the organization in a positive and supportive manner at all times and in all places.
- Showing respect and courteous conduct in all board and committee meetings.



- Refraining from intruding on administrative issues that are the responsibility of management, except to monitor the results and ensure that procedures are consistent with board policy.
- Observing established lines of communication and directing requests for information or assistance to the executive director.

I, _____, recognizing the important responsibility I am undertaking in serving as a member of the Board of Directors of Savage Sisters Recovery Inc, hereby pledge to carry out in a trustworthy and diligent manner the duties and obligations associated with my role as a Board member and abide by this Code of Conduct. I understand that failure to abide by this Code of Conduct may result in my removal as a Board Member, pursuant to the requirements and processes provided in the organization's governing documents.

Signature

Date

ARTICLE V - COMMITTEES

Section 1: The Board may create committees as needed.

Section 2: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Committees Currently active include: Executive Committee, Governance Committee, Finance Committee, Programs Committee, and Outreach Committee.

Section 4: Finance Committee:

- This committee is led by the Treasurer. The Director of Operations, and at least **2** other board members must partake in membership of this committee. Additional members can be brought on by the board, or the committee head, and can include board members, employees, and outside figures.

- This committee is responsible for monitoring financial records and filings in coordination with the treasurer and Director of Operations. Additionally the committee is responsible for fundraising, and creating fundraising opportunities.

Section 5: Governance Committee:

- This Committee is led by the Vice President and can be made up of active board members, and the Executive Director.
- This committee is made up of at least two board members, in addition to the chair, and is responsible for:
 - Creating and maintaining emergency response plans regarding the Executive Committee.
 - Maintaining board matrix
 - Keeping board up to date on Boards performance on the matrix
 - Providing an annual written assessment of Savage Sisters Chief Executive
 - Providing an annual written assessment of board performance
 - Updating Bylaws to appropriately meet the needs of Savage Sisters as it continues to grow
- Subcommittees:
 - Audit Committee
 - This subcommittee is led by one board member. Two other Board Members must participate in membership of this subcommittee.
 - This subcommittee is responsible for maintaining and upholding the policies on whistleblowing. This subcommittee is also responsible for maintaining the conflicts of interest policy, and responding to any conflicts of interests, or whistleblowing scenarios.
 - This subcommittee is responsible for responding to any allegations of violating Article IV section 11, Savage Sisters Recovery, Inc Board Members Code of Conduct.

Section 6: Programs Committee

- This committee must be led by an active board member, and can be made up of board members, employees, and outside figures. Employees of Savage Sisters will be a key aspect of the programs committee, as current employees are in constant communication with program providers and attendees.
- This committee is responsible for maintaining Savage Sisters programs, which currently include: Dual Diagnosis Trauma Therapy, Kickboxing, Yoga, Apiary Therapy, and more. Additionally, the committee should focus on finding more programs, and making current programs as beneficial as possible.

Section 7: Outreach Committee

- This committee is led by a board member, and can be made up of board members, employees, and outside figures. The committee chair is responsible for maintaining communication with the current Outreach coordinator, and providing them with assistance as needed.



- This committee is responsible for maintaining outreach initiatives, managing their efficiency, providing insight into how to improve outreach events, and creating new outreach programs.

Section 8: Term limits

- All Committee members shall serve 3 year terms, but are eligible for re-election. Elections are described in article IV, Section 3. Election of Committee chairs will occur at the end of each Annual board meeting. Committee chairs can be filled as needed by the Executive Committee at regular meetings.

Section 9: Subcommittees

- Subcommittees may be created to address specific issues relating to one of the original five committees: Executive, Programs, Outreach, Governance, and Fundraising.
- Subcommittee initiation suggestions can be made at regular board meetings by any Board Member, or Director. A vote will be initiated by the Secretary of the Board. Board members will then have the option of voting yay, or nay. To approve a subcommittee, a majority of the board needs to vote yay.
- Subcommittees must be chaired by a board member currently in the subcommittee that it is a part of.

Article VI – DISSOLUTION

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Organizations dedicated to harm reduction and recovery would be of the utmost priority in this regard.

ARTICLE VII – AMENDMENTS

These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

ARTICLE VIII – Voting on Motions

In order to contract business, a quorum (51% of the board) of the board must be present. In order to pass a motion, two thirds of those present must approve the motion and vote yay.

ARTICLE IX – ADOPTION

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SAVAGE**SISTERS**

These bylaws were approved and adopted at a meeting of the Board of Directors on
_____(Date).

Signed by the Secretary of the Board of Directors, and the Chairperson of the Board of Directors.

on the ____ day of _____ in the year ____